



Majority Voting Policy

If the votes "for" the election of a director nominee at a meeting of shareholders are fewer than the number voted "withhold", the nominee will submit his or her resignation promptly after the meeting for the consideration of the remaining Board members. The remaining Board members, after reviewing the matter, will decide within 90 days after the meeting of shareholders whether to accept or reject the resignation. The Board will accept the resignation absent exceptional circumstances. The Board's decision to accept or reject the resignation will be disclosed by way of a press release, a copy of which will be sent to any exchange where the shares of the Company may be listed. If the Board does not accept the resignation, the press release will fully state the reasons for the decision. The nominee will not participate in any deliberations whether to accept or reject the resignation. This policy does not apply in circumstances involving contested director elections.

Adopted: May 13, 2019